

HEALTH CARE REIT INC /DE/
Form 3
December 29, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Loftus Daniel R</p> <p>(Last) (First) (Middle)</p> <p>ONE SEAGATE, SUITE 1500</p> <p>(Street)</p> <p>TOLEDO, OH 43604</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/20/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HEALTH CARE REIT INC /DE/ [HCN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,427 ⁽¹⁾	D	^
Common Stock	4,878 ⁽²⁾	D	^
Total Common Stock	9,305	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (Right to Buy)	12/20/2006	08/15/2012	Common Stock	2,705 ⁽³⁾	\$ 26.61	D	Â
Option (Right to Buy)	12/20/2006	08/04/2013	Common Stock	3,381 ⁽³⁾	\$ 26.61	D	Â
Option (Right to Buy)	12/20/2006	07/25/2014	Common Stock	165 ⁽³⁾	\$ 26.61	D	Â
Option (Right to Buy)	12/20/2006	07/26/2014	Common Stock	3,216 ⁽³⁾	\$ 26.61	D	Â
Option (Right to Buy)	12/20/2006	07/25/2015	Common Stock	1,127 ⁽³⁾	\$ 33.51	D	Â
Option (Right to Buy)	12/20/2006	07/25/2015	Common Stock	4,509 ⁽³⁾	\$ 33.51	D	Â
Option (Right to Buy)	12/20/2006	12/19/2015	Common Stock	16,232 ⁽³⁾	\$ 32.8	D	Â
Option (Right to Buy)	12/20/2006	07/31/2016	Common Stock	8,116 ⁽³⁾	\$ 32.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loftus Daniel R ONE SEAGATE, SUITE 1500 TOLEDO, OH 43604	Â	Â	Â Senior Vice President	Â

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Daniel R. Loftus
Date: 12/29/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The shares are being issued pursuant to an Agreement and Plan of Merger by and among Health Care REIT, Inc., Heat Merger Sub, LLC ("Merger Sub"), Heat OP Merger Sub, L.P. ("OP Merger Sub"), Windrose Medical Properties Trust ("Windrose"), and Windrose Medical Properties, L.P. ("Windrose OP") dated as of September 12, 2006 and amended as of October 12, 2006 (the "Merger Agreement")
- (1) pursuant to which, effective December 20, 2006, Windrose merged with and into Merger Sub and OP Merger Sub merged with and into Windrose OP (collectively, the "Mergers"). The shares are being issued to reflect the conversion in the Mergers of the common shares of beneficial interest of Windrose and the partnership interests of Windrose OP owned by Mr. Loftus prior to the effective time of the Mergers

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- (2) Mr. Loftus has the contractual right to receive these shares on January 2, 2007 for no cash consideration as a retention bonus pursuant to an employment agreement with Health Care REIT, Inc. dated September 12, 2006, which rights vested on December 19, 2006.
- (3) The options are being granted pursuant to the Merger Agreement in exchange for certain options for shares of beneficial interest of Windrose held by Mr. Loftus prior to the effective time of the Mergers.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.